

EXHIBIT L

**UNITED STATES DISTRICT COURT
DISTRICT OF OREGON
PORTLAND DIVISION**

In re GALENA BIOPHARMA INC.
DERIVATIVE LITIGATION

:
: Case No.: 3:14-cv-00382-SI
: LEAD
:
: 3:14-cv-00514-SI
: 3:14-cv-00516-SI
: 3:15-cv-01465-SI
:

This Document Relates To:
ALL ACTIONS.

: **DECLARATION OF ROBIN**
: **WINCHESTER IN SUPPORT OF**
: **PLAINTIFFS' UNOPPOSED MOTION**
: **FOR FINAL APPROVAL OF PROPOSED**
: **SETTLEMENT, AWARD OF AGREED-**
: **TO-ATTORNEYS' FEES AND**
: **REIMBURSEMENT OF EXPENSES, AND**
: **INCENTIVE AWARDS**

I, ROBIN WINCHESTER, being first duly sworn, state under penalty of perjury that:

1. I am a partner of the law firm of Kessler Topaz Meltzer & Check, LLP ("Kessler Topaz"). Kessler Topaz is one of Plaintiffs' Counsel in the above-captioned shareholder derivative action (the "Action") brought on behalf of Galena Biopharma, Inc. ("Galena" or the "Company"). The testimony provided herein is based on my own personal knowledge, information, and belief and, if called upon, I could and would competently testify thereto.

2. I submit this Declaration in support of Plaintiffs' Unopposed Motion for Final Approval of Proposed Settlement, Award of Agreed-to Attorneys' Fees and Reimbursement of Expenses, and Incentive Awards.

3. Kessler Topaz acted as counsel for plaintiffs David W. Fuhs ("Fuhs") and Harold Spradling ("Spradling"), and as one of the firms representing all plaintiffs, and actively engaged in the litigation of the Action from its inception, including factual and legal research, in connection with, *inter alia*: (i) the preparation of plaintiffs Fuhs and Spradling's demands

pursuant to 8 *Del. C.* § 220 to inspect certain of Galena's books and records; (ii) the preparation of plaintiff Fuhs' complaint filed in the Delaware Court of Chancery to enforce his right to inspect the demanded books and records; (iii) the review and analysis of the 220 Documents; (iv) the preparation of plaintiffs Fuhs and Spradling's detailed derivative complaint filed in the Delaware Court of Chancery; (v) the preparation of the Verified Stockholder Derivative Complaint Under Seal filed in this Court; (vi) the preparation of the Third Amended Consolidated Shareholder Derivative Complaint filed in this Court; (vii) the preparation of plaintiffs' confidential settlement demand, (viii) the preparation of a mediation statement; (ix) the review of thousands of non-public documents produced by Galena; and (x) all relevant aspects of the settlement process.

4. Based on the daily time records maintained by my firm, the attorneys, paralegals and professional staff at Kessler Topaz recorded 1021.95 hours in time with respect to this Action from inception through March 29, 2016. The total lodestar amount for attorney, paralegal and professional staff time based on my firm's current applicable billing rates is \$534,506.25. A breakdown of Kessler Topaz's hours and current applicable billing rates is attached hereto as Exhibit A, which was prepared from contemporaneous daily time records regularly prepared and maintained by my firm. The hourly rates for the attorneys, paralegals and professional staff of my firm have been accepted in other stockholder litigation. Kessler Topaz undertook this litigation on an entirely contingent basis.

5. Based on the records maintained by my firm, the total expenses incurred by Kessler Topaz with respect to this action from inception to March 29, 2016 are as follows:

Expense Description	Amount
Filing Fees	\$500.00
Messenger, Courier & Overnight Mail	\$1,407.77
Internal Reproduction Costs (15,228 @ 10¢)	\$1,522.80
Meals, Hotels & Transportation	\$179.91
Research	\$18,281.70
Mediation	\$21,406.25
Vendor Web Hosting Document Review	\$23,757.35
TOTAL:	\$67,055.78

6. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 31st day of March, 2016 at Radnor, Pennsylvania.


 ROBIN WINCHESTER

EXHIBIT A

KESSLER TOPAZ MELTZER & CHECK, LLP

Litigation Phase

- (1) Factual Investigation/Discovery
- (2) Pleadings
- (3) Court Appearances
- (4) Motion Practice
- (5) Client/Shareholder Communications
- (6) Litigation Strategy & Analysis
- (7) Settlement Negotiations, Mediation, Stipulation, Briefing

Designation

- (P) Partner
- (O) Of Counsel
- (A) Associate
- (SA) Staff Attorney
- (PL) Paralegal
- (I) Investigator

Name/Designation	1	2	3	4	5	6	7	Hours	Rate	Lodestar
Rudy, Lee	P	0.00	3.25	0.00	0.00	14.50	0.00	17.75	\$ 825	\$ 14,643.75
Topaz, Marc	P	27.65	0.00	0.00	1.00	6.65	0.25	35.55	\$ 850	\$ 30,217.50
Winchester, Robin	P	37.50	54.25	0.00	15.00	29.45	84.50	226.95	\$ 725	\$ 164,538.75
Zagar, Eric	P	22.00	9.00	0.00	5.00	31.35	18.50	86.10	\$ 725	\$ 62,422.50
Bell, Adrienne	A	0.00	0.00	0.00	0.00	0.00	0.00	4.00	\$ 525	\$ 2,100.00
Goldstein, Matthew	A	95.00	81.50	0.00	65.25	56.00	121.25	420.25	\$ 435	\$ 182,808.75
Kaskela, Seamus	A	4.00	0.00	0.00	0.00	0.80	0.00	17.60	\$ 500	\$ 8,800.00
Uris, David	SA	64.50	26.00	0.00	0.00	15.00	2.25	107.75	\$ 350	\$ 37,712.50
McGinnis, Christopher	PL	13.00	11.00	2.00	2.00	9.50	10.00	51.50	\$ 250	\$ 12,875.00
Angrisano, Fabiana	I	13.00	0.00	0.00	0.00	0.00	0.00	13.00	\$ 300	\$ 3,900.00
Rabbiner, David	I	8.00	0.00	0.00	0.00	0.00	0.00	8.00	\$ 450	\$ 3,600.00
Young, Eric K.	I	20.50	0.00	0.00	0.00	13.00	0.00	33.50	\$ 325	\$ 10,887.50
TOTAL:		305.15	185.00	2.00	88.25	28.55	236.75	1021.95		\$ 534,506.25